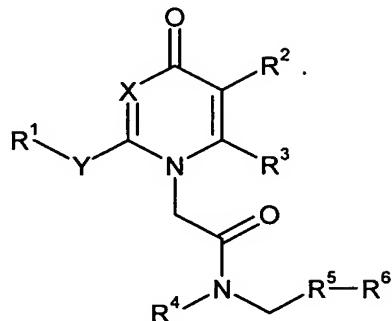


Amendments to the claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Original) A compound of formula (I)



(I)

in which:

R¹ is an aryl group, optionally substituted by 1, 2, 3 or 4 substituents which may be the same or different selected from C(1-6)alkyl, C(1-6)alkoxy, C(1-6)alkylthio, arylC(1-6)alkoxy, hydroxy, halogen, CN, COR⁷, carboxy, COOR⁷, NR⁷COR⁸, CONR⁹R¹⁰, SO₂NR⁹R¹⁰, NR⁷SO₂R⁸, NR⁹R¹⁰, mono to perfluoro-C(1-4)alkyl, mono to perfluoro-C(1-4)alkoxyaryl, and arylC(1-4)alkyl;

R² is halogen, C(1-3)alkyl, C(1-3)alkoxy, hydroxyC(1-3)alkyl, C(1-3)alkylthio, C(1-3)alkylsulphinyl, aminoC(1-3)alkyl, mono- or di-C(1-3)alkylaminoC(1-3)alkyl, C(1-3)alkylcarbonylaminoC(1-3)alkyl, C(1-3)alkoxyC(1-3)alkylcarbonylaminoC(1-3)alkyl, C(1-3)alkylsulphonylaminoC(1-3)alkyl, C(1-3)alkylcarboxy, C(1-3)alkylcarboxyC(1-3)alkyl, and

R³ is hydrogen, halogen, C(1-3)alkyl, or hydroxyC(1-3)alkyl; or

R² and R³ together with the pyridone or pyrimidone ring carbon atoms to which they are attached form a fused 5-or 6-membered carbocyclic ring; or

R² and R³ together with the pyridone or pyrimidone ring carbon atoms to which they are attached form a fused benzo or heteroaryl ring optionally substituted by 1, 2, 3 or 4 substituents which may be the same or different selected from halogen, C(1-4)alkyl, cyano, C(1-3)alkoxyC(1-3)alkyl, C(1-4)alkoxy or C(1-4)alkylthio, or mono to perfluoro-C(1-4)alkyl;

R⁴ is (CH₂)_n substituted by a substituent selected from benzimidazole or a 5- or 6-membered heteroaryl, each of which may optionally be substituted by one or more R¹¹;

R^5 is an aryl or a heteroaryl ring optionally substituted by 1, 2, 3 or 4 substituents which may be the same or different selected from $C_{(1-6)}$ alkyl, $C_{(1-6)}$ alkoxy, $C_{(1-6)}$ alkylthio, aryl $C_{(1-6)}$ alkoxy, hydroxy, halogen, CN, COR^7 , carboxy, $COOR^7$, NR^7COR^8 , $CONR^9R^{10}$, $SO_2NR^9R^{10}$, $NR^7SO_2R^8$, NR^9R^{10} , mono to perfluoro- $C_{(1-4)}$ alkyl and mono to perfluoro- $C_{(1-4)}$ alkoxy;

R^6 is an aryl or a heteroaryl ring which is further optionally substituted by 1, 2, 3 or 4 substituents which may be the same or different selected from $C_{(1-6)}$ alkyl, $C_{(1-6)}$ alkoxy, $C_{(1-6)}$ alkylthio, $C_{(1-6)}$ alkylsulfonyl, aryl $C_{(1-6)}$ alkoxy, hydroxy, halogen, CN, COR^7 , carboxy, $COOR^7$, $CONR^9R^{10}$, NR^7COR^8 , $SO_2NR^9R^{10}$, $NR^7SO_2R^8$, NR^9R^{10} , mono to perfluoro- $C_{(1-4)}$ alkyl and mono to perfluoro- $C_{(1-4)}$ alkoxy, or $C_{(5-10)}$ alkyl;

R^7 and R^8 are independently hydrogen or $C_{(1-12)}$ alkyl, for instance $C_{(1-4)}$ alkyl (e.g. methyl or ethyl);

R^9 and R^{10} which may be the same or different is each selected from hydrogen, or $C_{(1-12)}$ alkyl, or R^9 and R^{10} together with the nitrogen to which they are attached form a 5- to 7 membered ring optionally containing one or more further heteroatoms selected from oxygen, nitrogen and sulphur, and optionally substituted by one or two substituents selected from hydroxy, oxo, $C_{(1-4)}$ alkyl, $C_{(1-4)}$ alkylcarboxy, aryl, e.g. phenyl, or aralkyl, e.g benzyl, for instance morpholine or piperazine;

R^{11} is selected from the group consisting of halogen, CF_3 , $C_{(1-6)}$ alkyl, $C_{(1-6)}$ alkoxy $C_{(1-6)}$ alkyl or benzyl optionally substituted by CF_3 , $C_{(1-6)}$ alkyl, $C_{(1-6)}$ alkoxy or halogen;

X is CH or nitrogen;

Y is $C_{(2-4)}$ alkylene group (optionally substituted by 1, 2 or 3 substituents selected from methyl and ethyl), $CH=CH$, or $(CH_2)_mS$;

n is 1, 2, 3 or 4; and

m is 1 or 2,

or a pharmaceutically acceptable salt thereof.

2. (Original) A compound according to claim 1 wherein R^1 is phenyl optionally substituted by 1, 2, 3 or 4 halogen substituents.
3. (Original) A compound according to claim 2 wherein R^1 is phenyl substituted by 1 to 3 fluoro.
4. (Currently Amended) A compound according to ~~any of claims 1 to 3~~ claim 1 wherein X is CH and R^2 and R^3 together with the pyridone ring carbon atoms to which they are attached form an unsubstituted fused benzo or pyrido ring.
5. (Currently Amended) A compound according to ~~any of claims 1 to 3~~ claim 1 wherein X is N and R^2 and R^3 together with the pyrimidone ring carbon atoms to which they are attached form an unsubstituted fused benzo or cyclopentenyl ring.

6. (Currently Amended) A compound according to ~~any of claims 1 to 5~~ claim 1 wherein R⁴ is (CH₂)_n substituted by benzimidazolyl, imidazolyl, thiazolyl, pyrazolyl, tetrazolyl and pyridyl each of which may be optionally further substituted by one or more R¹¹.

7. (Original) A compound according to claim 6 wherein the benzimidazolyl, imidazolyl, thiazolyl, pyrazolyl, tetrazolyl or pyridyl ring is unsubstituted or substituted by one or two substituents selected from halogen, C₍₁₋₆₎ alkyl and C₍₁₋₆₎ alkoxyC₍₁₋₆₎ alkyl.

8. (Original) A compound according to claim 7 wherein the benzimidazolyl, imidazolyl, thiazolyl, pyrazolyl, tetrazolyl or pyridyl ring is substituted by one or two substituents selected from chloro, fluoro, bromo, C₍₁₋₄₎ alkyl and C₍₁₋₃₎ alkoxy C₍₁₋₃₎ alkyl.

9. (Currently Amended) A compound according to ~~any of claims 1 to 8~~ claim 1 wherein R⁵ is phenyl or pyridyl.

10. (Currently Amended) A compound according to ~~any of claims 1 to 9~~ claim 1 wherein R⁶ is phenyl substituted by mono to perfluoro- C₍₁₋₄₎ alkyl, halogen or C₍₁₋₆₎ alkyl.

11. (Currently Amended) A compound according to ~~any of claims 1 to 10~~ claim 1 wherein R⁵ is phenyl and R⁶ is phenyl optionally substituted by trifluoromethyl.

12. (Currently Amended) A compound according to ~~any of claims 1 to 11~~ claim 1 wherein Y is CH₂S or (CH₂)₂.

13. (Cancelled)

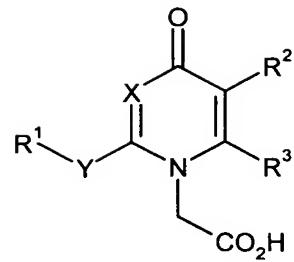
14. (Currently Amended) A pharmaceutical composition comprising a compound of formula (I) as defined in ~~any of claims 1 to 13~~ claim 1 and a pharmaceutically acceptable carrier, optionally with one or more other therapeutic compounds.

15. (Cancelled)

16. (Cancelled)

17. (Currently Amended) A method of treating a disease associated with activity of the enzyme Lp-PLA₂ which method involves treating a patient in need thereof with a therapeutically effective amount of a compound of formula (I) as defined in ~~any of claims 1 to 13~~ claim 1.

18. (Original) A process for preparing a compound of formula (I) as defined in claim 1 which process comprises reacting an acid compound of formula (II):



(II)

in which X, Y, R¹, R² and R³ are as hereinbefore defined,
with an amine compound of formula (III):



(III)

in which R⁴, R⁵ and R⁶ are as hereinbefore defined; under amide forming conditions